



ECONOMIC DEVELOPMENT CORPORATION

**Annual Meeting Minutes**  
**Tuesday, March 21, 2017**

<b>Board Members Present</b>	<b>Board Members Excused</b>
Rob Solenne, Chair	Supervisor Robert Green, Jr.
Kevin Hill, Treasurer	David Bunnell, Secretary
Joseph Bridgeford, Vice Chair	Supervisor Fred Lightfoote
Karen Springmeier	<b>Guests</b>
Jodi Earle	Jeff Shelay
Walt Matyjas	Art Geiss
Karen Parkhurst	Jerry Neal
	Michael Allen, Z-Axis
	Tom Lauffer, Raymond F. Wager Assoc.
<b>Non-Board Members Present</b>	
Mike Manikowski, Executive Director	<b>Contract Staff</b>
Suzanne Vary, Econ. Dev. Specialist	Jim Coniglio, Underberg & Kessler, Local Counsel
Michael Wojcik, CFO	
Melissa Doyle, Staff	
Diane Foster, Staff	

**CALL TO ORDER:** Chair Rob Solenne called the meeting to order at 8:31 am. A quorum was present.

**ADMINISTRATION:**

**February 21, 2017 Minutes:** Rob Solenne presented the February 21, 2017 minutes for approval.

*Jodi Earle made the motion to approve the February 21, 2017 minutes. Karen Springmeier seconded the motion. Motion unanimously carried.*

**Invoices for payment:** Michael Wojcik reviewed and submitted the invoices for payment for approval, which includes four invoices totaling \$3,263.12

*Dan Marshall made a motion to approve the invoices for payment. Joe Bridgeford seconded the motion. Motion unanimously carried.*

**Billing Report:** Michael Wojcik and Melissa Doyle presented the February Billing Report.

## **NEW BUSINESS:**

### **Executive Session – Attraction Project:**

*At 8:35 am, Kevin Hill made a motion to go into Executive Session for the purposes of the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof. Joe Bridgeford seconded the motion. Motion approved.*

*At 9:20 am, Karen Springmeier made a motion to come out of Executive Session. Walt Matyjas seconded the motion. Motion unanimously carried.*

Walt Matyjas stated that the proposed attraction project will be referred to the OCEDC Finance Committee.

Michael Allen and Tom Lauffer entered the meeting at approximately 9:21 am.

**Z-Axis Workforce Development:** Suzanne Vary introduced Michael Allen of Z-Axis and Bear Power Supplies. She explained that the OCEDC has done a loan with him in the past. Michael Allen would like to provide training for his employees and is here to request a forgivable loan to help pay for the training. Michael Allen reviewed the employees' bonus program. He explained that the training program would be provided by an outside consultant, Chapman Lean Enterprise, for his production employees in Z-Axis. It would consist of efficiency training based on Lean concepts such as 5S. The total cost of the training is \$12K and \$12.5K for wages of the employees, with WDI providing \$6K for the trainer. Michael Allen is asking for a \$1 for \$1 match.

Rob Sollenne stated that the request will be referred to the Small Business Committee for consideration and brought back to the Board for a recommendation at the next meeting.

Michael Allen exited the meeting at approximately 9:33 am.

## **ANNUAL MEETING:**

**12/31/16 Audited Financial Statements and PARIS Report:** Tom Lauffer; CPA with Raymond F. Wager, CPA, P.C. reviewed the Financial Statements and PARIS Report. He reported a clean and unmodified audit opinion with no material weaknesses or significant deficiencies. There were no findings in the area of controls and procedures.

**Accountant's Management Letter and Letter of Communication:** Tom Lauffer reported that the Accountant's Management Letter, communication of internal control related matters identified in audit, is a clean Management Letter. He reported that a very good job was being done on the controls in terms of checks and balances.

*Dan Marshall made a motion to accept the results of the 12/31/16 Audited Financial Report and PARIS Report, the Accountant's Management Letter and the Accountant's Letter of Communication. Karen Springmeier seconded the motion. Motion unanimously carried.*

Tom Lauffer exited the meeting at approximately 9:43 am.

## **OLD BUSINESS:**

**BioWorks request to extend Loan term:** Suzanne Vary reported that BioWorks has a balloon loan payment with the OCEDC due in June, 2016. BioWorks is requesting an extension of the balloon payment. The Finance Committee met and made the recommendation to extend the term 2 years with a balloon payment at the end in the amount of \$42,118.12 with an increased interest rate to 4%.

*Kevin Hill made a motion to extend the balloon payment for two years, until June 30, 2019, with an interest rate increase of 1%, from 3% to 4% and the final balloon payment at \$42,118.12.*

*Walt Matyjas seconded the motion. Motion unanimously carried.*

### **AgroResearch request to modify loan terms:**

*At 9:48 am, Karen Parkhurst made a motion to move into Executive Session for the purposes of the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. Kevin Hill seconded the motion. Motion carried.*

*At 9:53 am, Karen Parkhurst made a motion to move out of Executive Session. Jodi Earle seconded the motion. Motion carried.*

*Jodi Earle made a motion to approve the OCEDC Finance Committee's recommendation of the modification of the GAIN funded portion and the unrestricted fund balance portion of loans to AgroResearch International, LLC. Terms include 10-year term with a 5-year balloon payment, the number of retained jobs changed to zero, and security interest in general intangibles, all equipment, patents, trademarks, and copyrights, and general business assets of the borrower. Kevin Hill seconded the motion. Motion unanimously carried.*

## **ANNUAL MEETING Continued:**

**Slate of Officers:** Karen Springmeier presented the Governance Committee's recommendation for the following Slate of Officers (annually):

- Chair – Rob Sollenne
- Vice Chair – Joe Bridgeford
- Secretary – David Bunnell
- Treasurer – Kevin Hill

*Dan Marshall made a motion to approve the recommended Slate of Officers (annually.). Walt Matyjas seconded the motion. Motion carried.*

**Committee Assignments:** Karen Springmeier presented the Governance Committee's recommendation for the following Committees and their members (annually):

- Governance Committee
  - Karen Springmeier
  - Joe Bridgeford
  - Supervisor Fred Lightfoote
- Audit Committee
  - Kevin Hill
  - David Bunnell
  - Supervisor Robert Green

- Finance Committee
  - Karen Parkhurst
  - Rob Sollenne
  - Walt Matyjas
- Small Business Committee
  - Karen Parkhurst
  - Karen Springmeier
  - Supervisor Dan Marshall
  - Mary Luckern
- FTZ Advisory Board
  - Karen Parkhurst
  - Jodine Earle

*Kevin Hill made a motion to approve the recommended Committee Assignments (annually). Karen Parkhurst seconded the motion. Motion carried.*

**2016 Annual Report:** Suzanne Vary presented and reviewed the highlights of the Annual Report. Karen Springmeier made a motion to accept the Annual Report. Jodi Earle seconded the motion. Motion unanimously carried.

**Michael Wojcik presented the following Reports for approval:**

- ***Mission Statement and Measurement Report***
- ***Annual Real Property Report***
- ***Annual Procurement Report***
- ***Management's Internal Control Assessment Report***

*Walt Matyjas made a motion to block and approve the Mission Statement and Measurement Report, the Annual Real Property Report, the Annual Procurement Report and the Management's Internal Control Assessment Report. Kevin Hill seconded the motion. Motion carried.*

**Federal Single Audit:** Michael Wojcik explained to the Board that a Federal Single Audit was not needed in 2016.

**Form 990 and CHAR 500:** Michael Wojcik explained that the tax returns will be filed later than previous years to allow for more time to complete other deadlines. They will be brought back at a later date for presentation.

Rob Sollenne noted the date of the next OCEDC Board meeting is changed to April 11<sup>th</sup> to allow time for the staff to complete the study of the next projects to be presented to the Finance Committee before the Board meeting.

**ADJOURNMENT:**

*Jodi Earle made the motion to adjourn the meeting at 10:08 am. Dan Marshall seconded the motion. Motion carried.*

Respectfully submitted,

*Diane Foster*, Staff